

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

4Front Ventures Corp. (the "Corporation" or "4Front")
11811 N. Tatum Blvd., Suite 3031
Phoenix, AZ 85028
USA

2. Date of Material Change

April 3, 2025

3. News Release

Press release disclosing the material change was released on April 3, 2025 through the facilities of Canada Newswire, a copy of which is included at the end of this report as Schedule "A".

4. Summary of Material Change

4Front announces changes to its Board of Directors, provided an update on the timing of its fourth quarter and fiscal year 2024 financial results, and announced the issuance of certain equity grants in lieu of cash Board pay.

5.1 Full Description of Material Change

Effective March 29, 2025, Chetan Gulati, Roman Tkachenko, and Leo Gontmakher have stepped down from the Company's Board of Directors. These changes are part of a broader effort to enhance governance and support the Company's long-term strategic priorities. The departing directors are affiliated with the Company's senior lenders—Mr. Gulati with Navy Capital, and Messrs. Tkachenko and Gontmakher with LI Lending—and their resignations are intended to eliminate potential conflicts of interest and enable more independent oversight and decision making in regard to those lenders. Chairman Kris Krane and Audit Chair David Daily will remain on the Board to provide continuity.

The Company also announced that it did not file its audited financial statements for the year ended December 31, 2024, and related disclosures, including its Annual Report on Form 10-K, by the prescribed filing deadline of March 31, 2025. The delay is related to ongoing financing and restructuring efforts, which have temporarily impacted the timing of the Company's year-end audit. 4Front is actively working to complete these initiatives and remains committed to filing its Form 10-K as soon as practicable.

While the Company does not expect to file within the 15-day extension period provided under Rule 12b-25, it anticipates completing the filing within sixty days of resuming its audit engagement.

The Company has also agreed to issue a total of 6,573,486 Restricted Stock Units (RSUs) at a deemed issue price of C\$0.05 per share to four of the Company's directors in lieu of cash pay for Board service; the fifth director does not receive cash pay and will not receive RSUs. The RSUs cover the period from May 2024 through February 2025 and are not related to the directors' decision to step down. The RSUs shall vest upon the occurrence of a "Vesting Event," as defined in the applicable RSU agreements, and the underlying subordinate voting shares will be issued

upon the earliest occurrence of any “Distribution Event.” The Board is satisfied that the dollar value of services provided by the RSU holders is equal to the issue price set for the RSU shares.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Andrew Thut, Chief Executive Officer at IR@4frontventures.com or 602-428-5337.

9. Date of Report

This report is dated April 7, 2025.

Cautionary Statement Regarding Forward-Looking Information

This news release contains “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of applicable Canadian securities laws. All statements other than statements of historical fact are forward-looking statements, and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance often using phrases such as “expects”, “anticipates”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends”, or variations of such words and phrases, or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved, are not statements of historical fact and may be forward-looking statements..

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors, which may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include: general business, economic, competitive, political and social uncertainties; delay or failure to receive any necessary board, shareholder or regulatory approvals, including the approval of any applicable regulatory authority; and that factors may occur which impede or prevent the Corporation’s future business plans. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Except as required by law, the Corporation does not assume any obligation to update the forward-looking statements, whether they change as a result of new information, future events or otherwise, except as required by law.

Schedule “A”



4Front Announces Governance and Financial Updates, Including Update on Earnings Release Timing and Issuance of Restricted Stock Units

PHOENIX, April 3, 2025 – **4Front Ventures Corp.** (CSE: FFNT) (OTCQB: FFNTF) (“4Front” or the “Company”), a vertically integrated, multi-state cannabis operator and retailer, today announced changes to its Board of Directors, provided an update on the timing of its fourth quarter and fiscal year 2024 financial results, and announced the issuance of certain equity grants in lieu of cash Board pay.

Effective March 29, 2025, Chetan Gulati, Roman Tkachenko, and Leo Gontmakher have stepped down from the Company’s Board of Directors. These changes are part of a broader effort to enhance governance and support the Company’s long-term strategic priorities. The departing directors are affiliated with the Company’s senior lenders—Mr. Gulati with Navy Capital, and Messrs. Tkachenko and Gontmakher with LI Lending—and their resignations are intended to eliminate potential conflicts of interest and enable more independent oversight and decision making in regard to those lenders. Chairman Kris Krane and Audit Chair David Daily will remain on the Board to provide continuity.

The Company also announced that it did not file its audited financial statements for the year ended December 31, 2024, and related disclosures, including its Annual Report on Form 10-K, by the prescribed filing deadline of March 31, 2025. The delay is related to ongoing financing and restructuring efforts, which have temporarily impacted the timing of the Company’s year-end audit. 4Front is actively working to complete these initiatives and remains committed to filing its Form 10-K as soon as practicable.

While the Company does not expect to file within the 15-day extension period provided under Rule 12b-25, it anticipates completing the filing within sixty days of resuming its audit engagement.

The Company has also agreed to issue a total of 6,573,486 Restricted Stock Units (RSUs) at a deemed issue price of C\$0.05 per share to four of the Company’s directors in lieu of cash pay for Board service; the fifth director does not receive cash pay and will not receive RSUs. The RSUs cover the period from May 2024 through February 2025 and are not related to the directors’ decision to step down. The RSUs shall vest upon the occurrence of a “Vesting Event,” as defined in the applicable RSU agreements, and the underlying subordinate voting shares will be issued upon the earliest occurrence of any “Distribution Event.” The Board is satisfied that the dollar value of services provided by the RSU holders is equal to the issue price set for the RSU shares.

About 4Front Ventures Corp.

4Front is a national, vertically integrated multi-state cannabis operator with operations in Illinois and Massachusetts and facilities in Washington. Since its founding in 2011, 4Front has built a strong reputation for its high standards and low-cost cultivation and production methodologies earned through a track record of success in facility design, cultivation, genetics, growing processes, manufacturing, purchasing, distribution, and retail. To date, 4Front has successfully brought to market more than 20 different cannabis brands and over 1,800 products, which are strategically distributed through its fully owned and operated Mission dispensaries and retail outlets in its core markets. As the Company continues to drive value for its shareholders, its team is applying its decade-plus of expertise in the sector across the cannabis industry value chain and ecosystem. For more information, visit 4frontventures.com.

4Front Investor Contacts:

Andrew Thut
Chief Executive Officer
IR@4frontventures.com
602-428-5337